

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
August 06, 2013

Filed Pursuant to Rule 433

Registration No. 333-182469

**American International Group, Inc.**

**\$1,000,000,000**

**3.375% NOTES DUE 2020**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	3.375% Notes Due 2020
<b>Expected Ratings (Moody's /S&amp;P)*:</b>	Baa1 (Stable) / A- (Negative)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	August 6, 2013
<b>Settlement Date:</b>	August 9, 2013 (T + 3)
<b>Maturity Date:</b>	August 15, 2020
<b>Principal Amount:</b>	\$1,000,000,000
<b>Price to Public:</b>	99.975% of principal amount
<b>Gross Underwriting Discount:</b>	0.400%
<b>Net Proceeds to Issuer Before Expenses:</b>	\$995,750,000
<b>Spread to Treasury Benchmark:</b>	T+135 basis points
<b>Treasury Benchmark:</b>	2.000% due July 31, 2020
<b>Treasury Benchmark Yield:</b>	2.029%
<b>Coupon:</b>	3.375%
<b>Yield to Maturity:</b>	3.379%
<b>Interest Payment Dates:</b>	Semi-annually on the 15th of February and August, commencing February 15, 2014 (long first coupon)
<b>Day Count Convention:</b>	30/360, unadjusted
<b>Denominations:</b>	\$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time at a discount rate of Treasury + 25 basis points
<b>CUSIP/ISIN:</b>	026874CX3 / US026874CX31
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  HSBC Securities (USA) Inc.  U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

**Co-Managers:**

Mizuho Securities USA Inc.

Scotia Capital (USA) Inc.

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

**Junior Co-Managers:**

CastleOak Securities, L.P.

ING Financial Markets LLC

Mischler Financial Group, Inc.

Muriel Siebert & Co., Inc.

PNC Capital Markets LLC

Samuel A. Ramirez & Company, Inc.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.